Company

Company Tracking Number: 90-1900 (0411)

TOI: A02.11 Individual Annuities- Deferred Non- Sub-TOI: A02.11.002 Flexible Premium

Variable and Variable

Product Name: 90-1900 (0411)

Project Name/Number: 90-1900 (0411)/90-1900 (0411)

Filing at a Glance

Company: The Northwestern Mutual Life Insurance Company

Product Name: 90-1900 (0411) SERFF Tr Num: NWST-127037580 State: Arkansas TOI: A02.1I Individual Annuities- Deferred Non- SERFF Status: Closed-Approved- State Tr Num: 48096

Variable and Variable Closed

Sub-TOI: A02.1I.002 Flexible Premium Co Tr Num: 90-1900 (0411) State Status: Approved-Closed

Reviewer(s): Linda Bird

Authors: Angela Hanson, Julie

Lewandowski, Jason Gross

Date Submitted: 02/24/2011 Disposition Status: Approved-

Closed

Disposition Date: 03/01/2011

Implementation Date Requested: Implementation Date:

State Filing Description:

Filing Type: Form

General Information

Project Name: 90-1900 (0411) Status of Filing in Domicile: Pending

Project Number: 90-1900 (0411)

Requested Filing Mode: Review & Approval

Explanation for Combination/Other:

Submission Type: New Submission

Date Approved in Domicile:

Domicile Status Comments:

Market Type: Individual

Individual Market Type:

Overall Rate Impact: Filing Status Changed: 03/01/2011

State Status Changed: 03/01/2011

Deemer Date: Created By: Julie Lewandowski

Submitted By: Julie Lewandowski Corresponding Filing Tracking Number:

Filing Description:

We are submitting application form 90-1900 (0411) for your review and approval. We plan to introduce this form in the second quarter of 2011.

Form 90-1900 (0411), Application for Deferred Annuity, will be used to apply for our previously approved deferred annuity products which include variable and non-variable contracts.

Form 90-1900 (0411) will replace form 90-1900 (0805) which was approved by your department on December 1, 2004.

Company

Company Tracking Number: 90-1900 (0411)

TOI: A02.11 Individual Annuities- Deferred Non- Sub-TOI: A02.11.002 Flexible Premium

Variable and Variable

Product Name: 90-1900 (0411)

Project Name/Number: 90-1900 (0411)/90-1900 (0411)

Based on this information, your review and approval of the above referenced form is respectfully requested. If you have any questions, please call me at (414) 665-4549 or e-mail me at jasongross@northwesternmutual.com. On e-mails, please copy Julie Lewandowski at julielewandowski@northwesternmutual.com.

Sincerely,

Jason Gross, FLMI Product Compliance Specialist

Company and Contact

Filing Contact Information

Jason Gross, Product Compliance Specialist jasongross@northwesternmutual.com

720 E. Wisconsin Ave. 414-665-4549 [Phone] Milwaukee, WI 53202 414-665-5006 [FAX]

Filing Company Information

The Northwestern Mutual Life Insurance CoCode: 67091 State of Domicile: Wisconsin

Company

720 East Wisconsin Avenue Group Code: 860 Company Type: Life Rm S845 Group Name: State ID Number:

Milwaukee, WI 53202 FEIN Number: 39-0509570

(414) 271-1444 ext. [Phone]

Filing Fees

Fee Required? Yes
Fee Amount: \$50.00
Retaliatory? No

Fee Explanation: \$50 per form x 1 form

Per Company: No

COMPANY AMOUNT DATE PROCESSED TRANSACTION #

The Northwestern Mutual Life Insurance \$50.00 02/24/2011 45026660

SERFF Tracking Number: NWST-127037580 State: Arkansas

Filing Company: The Northwestern Mutual Life Insurance State Tracking Number: 48096

Company

Company Tracking Number: 90-1900 (0411)

TOI: A02.11 Individual Annuities- Deferred Non- Sub-TOI: A02.11.002 Flexible Premium

Variable and Variable

Product Name: 90-1900 (0411)

Project Name/Number: 90-1900 (0411)/90-1900 (0411)

Company

Company

Company Tracking Number: 90-1900 (0411)

TOI: A02.11 Individual Annuities- Deferred Non- Sub-TOI: A02.11.002 Flexible Premium

Variable and Variable

Product Name: 90-1900 (0411)

Project Name/Number: 90-1900 (0411)/90-1900 (0411)

Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved- Closed	Linda Bird	03/01/2011	03/01/2011

Company

Company Tracking Number: 90-1900 (0411)

TOI: A02.11 Individual Annuities- Deferred Non- Sub-TOI: A02.11.002 Flexible Premium

Variable and Variable

Product Name: 90-1900 (0411)

Project Name/Number: 90-1900 (0411)/90-1900 (0411)

Disposition

Disposition Date: 03/01/2011

Implementation Date: Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

Company

Company Tracking Number: 90-1900 (0411)

TOI: A02.11 Individual Annuities- Deferred Non- Sub-TOI: A02.11.002 Flexible Premium

Variable and Variable

Product Name: 90-1900 (0411)

Project Name/Number: 90-1900 (0411)/90-1900 (0411)

Schedule	Schedule Item	Schedule Item Status Public Access
Supporting Document	Flesch Certification	Yes
Supporting Document	Application	No
Supporting Document	Life & Annuity - Acturial Memo	No
Supporting Document	Statement of Variability	Yes
Supporting Document	Form Certification	Yes
Form	Application for Deferred Annuity	Yes

Company

Company Tracking Number: 90-1900 (0411)

TOI: A02.11 Individual Annuities- Deferred Non- Sub-TOI: A02.11.002 Flexible Premium

Variable and Variable

Product Name: 90-1900 (0411)

Project Name/Number: 90-1900 (0411)/90-1900 (0411)

Form Schedule

Lead Form Number: 90-1900 (0411)

Schedule	Form	Form Type Form Name	Action	Action Specific	Readability	Attachment
Item	Number			Data		
Status						
	90-1900 (0411)	Application/Application for Enrollment Deferred Annuity	Revised	Replaced Form #: 90-1900 (0805)	50.100	AR_90_1900 _(0411)[1].pdf
		Form		Previous Filing #:		

THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY

720 East Wisconsin Avenue, Milwaukee, Wisconsin 53202

Contract Number	
	,

APPLICATION FOR DEFERRED ANNUITY

1. OTHER POLICIES		4. OWNER (If more than one owner, copy page 1 of this application and complete the owner section for each additional owner.)
Has a Northwestern Mutual policy ever been issued on the	annuitant's life?	A minor cannot own an annuity contract.
Yes, the last policy number is:	No	Select one:
		Annuitant (Proceed to Section 5.)
2. ANNUITANT		See attachment (Complete U.S. Citizen question, then proceed
Name: First, MI, Last		to section 5.)
SexBirthdate(MM/DL	D/YYYY)	☐ UGMA/UTMA – custodian is owner for the benefit of minor.☐ Beneficiary of Deceased
Residence Address (Required)		Deceased
Mailing Address		FBO Beneficiary
(If different than residence address)		☐ Corporation
City, State, Zip		☐ Trust
Country, if other than US		☐ Other
Home Phone Number ()		Name: First, MI, Last/Corporation/Trust
Taxpayer ID		Sex Birthdate (MMDD/YYY)
US Citizen? Yes No (If no, provide copy of gre	en card)	Residence Address (Required)
If no, what country?		
·		Mailing Address
3. MARKET Select one:		(If different than residence address)
☐ Non-Tax Qualified		City, State, Zip
☐ 457 Deferred Compensation Plan ☐ Governmen	t Non-profit	Country, if other than US
	Proceed to	Relationship to Annuitant
☐ Roth IRA	Section 5 unless	Home Phone Number ()
☐ SIMPLE IRA	Annuitant is a	Taxpayer ID
Simplified Employee Pension Plan IRA (SEP)	minor.	US Citizen? Yes No (If no, provide copy of green card)
Pension & Profit Sharing:	Proceed	If no, what country?
Trust Number	_ to	Date of Trust Name of Trustees
Name of Trust	Section 6.	
	_]	Successor Owner: Do not complete if applying for a tax qualified contract or if the owner and the annuitant are the same person.
		Successor Owner Name
		Birthdate Taxpayer ID

Relationship to Annuitant

5. BENEFICIARY (Upon the death of the Annuitant)	8. INITIAL PAYMENT		
Cannot be annuitant.	Make checks payable to Northwestern Mutual		
If no beneficiary is listed, Estate of Annuitant will be named.	METHOD OF PAYMENT		
See attachment – <i>Proceed to Section 6</i> .	Check attached Amount \$		
Direct Beneficiary: Owner Other – Enter information below: Name	<u> </u>		
Name Relationship	Check coming from another institution S Estimated Amount		
Name	☐ Electronic Funds Transfer (EFT) – Variable Annuity only.		
Name Taxpayer ID Relationship			
And all (other) children including legally adopted children, of the Annuitant as additional Direct Beneficiaries.	Multiple Contract Bill (MCB) – Variable Annuity only. Required for SIMPLE IRAs.		
Contingent Beneficiary:			
Name	FOR TAX-QUALIFIED CONTRACTS ONLY – Check all that apply		
Taxpayer ID Relationship	CAUTION: Accurate selection in the following sections is needed to assure		
Name	correct tax reporting. For advice, consult your tax professional.		
Taxpayer ID Relationship	, ,		
And all (other) children including legally adopted children, of the Annuitant as additional Contingent Beneficiaries.	New Contributions:		
Annulant as additional Contingent beneficialles.	For Roth and Traditional IRAs, enter the applicable Current and Prio		
6. REPLACEMENT	Tax Year(s) and the respective amount(s).		
Note to Agent: Refer to the Applicant's Statement of Existing	Current Tax Year Amount \$		
Coverage (90-2048). This form must be completed and signed for every application.			
As a result of this purchase, will the values or benefits of any other life	Prior Tax Year Amount \$		
insurance policy or annuity contract, on any life be affected in any way?			
☐ Yes ☐ No	Direct Transfer and/or Rollover:		
Note to Agent: If either the question above, or the question on the	☐ Direct Transfer – Check from third party must be made		
Applicant's Statement of Existing Coverage, is answered "yes," then	payable as follows: "Northwestern Mutual FBO (Name of Contract Owner)."		
the Important Notice must be completed and signed.	Contract Owner).		
Will this annuity:	☐ 60-Day Rollover – Personal check from owner or check		
A. Replace Northwestern Mutual? Yes No	endorsed to Northwestern Mutual.		
B. Replace other companies?	Source of funds for Direct Transfer and/or Rollover:		
ů — —	_		
7. PLAN	☐ Traditional IRA ☐ Roth IRA		
Select one:	☐ Simple IRA – Owner must have participated in plan for at leas		
Select Variable Annuity	two years.		
Fixed Annuity – Single Premium Retirement Annuity –	☐ SEP ☐ TDA ☐ 401(g) ☐ Former Pension		
\$10,000 minimum* Guaranteed Period – select one:	Pension & Profit Sharing (401(k), money purchase plan, etc.)		
	_		
☐ Select Gold – 1 year☐ Select Gold – 1 Year <i>with</i> First Year Rate Enhancement*	457 Deferred Compensation - Government Plans only		
Select Gold – 1 Year With First Year Rate Etimancement Select Gold – 3 Year			
Select Platinum – 1 Year			
Select Platinum – 1 Year <i>with</i> First Year Rate Enhancement*	FOR MADIADI F ANNUITY OF TO BACE 2		
Select Silver – 5 Year	FOR VARIABLE ANNUITY, GO TO PAGE 3.		
*\$50.000 minimum required with First Year Rate Enhancement	FOR FIXED ANNUITY, GO TO PAGE 5.		

90-1900 (0411) 90-1900-83 (0411) (Page 2) FE

*\$50,000 minimum required with First Year Rate Enhancement Note: The First Year Rate Enhancement may not be available.

VARIABLE ANNUITY SECTION

For fixed annuity, go to page 5

V1. SCHEDULED PAYMENTS	V2. TYPE
You may select either MCB or EFT.	Back-End Design – Minimum initial purchase payment for non- tax qualified market \$5,000.
Multiple Contract Bill (MCB)	Front-End Design – Minimum initial purchase payment \$10,000.
Amount \$ MCB Number MCB Payer Name Electronic Funds Transfer (EFT)	l he tront-end design may provide better long term tinancial value than
You must attach a voided check.	V3. OPTIONAL ENHANCED DEATH BENEFIT
Select one: Monthly Quarterly Semi-Annually Annually Amount \$ First Draft Date	additional charge. Available to age 65. See prospectus for more
7 III St Didit Date	V4. OPTIONS
Bank Transit Number Account Number Checking Savings	
≥ Checking Savings	Amount: \$ Monthly \(\Boxed{\omega} \) Quarterly \(\Boxed{\omega} \)
Bank Account Owner – Select one Other – Enter information below:	Complete Payment Allocation column <u>and</u> Dollar Cost Averaging column on page 4.
Name	☐ Portfolio Re-Balancing
FIRST MI LAST	Minimum initial payment of \$10,000 required.
Residence Address	Monthly
City, State, Zip	☐ Quarterly
	☐ Semi-Annually
l axpayer ID	Annually
Signature below (or on page 5 if Bank Account Owner is the Applic is authorization to charge the account named above with electronic funds transfers initiated by Northwestern Mutual to its own order.	Allocation elected in section V5
authorization will remain in effect until revoked in writing.	If <u>both</u> Dollar Cost Averaging & Portfolio Rebalancing are chosen, Rebalancing transfers will be made according to the DCA.
X	
Signature of Bank Account Owner	
V5. PAYMENT ALLOCATION	
Complete either section A or B	
Section A- After the risk tolerance of the Owner has been determined, se.	lect one.
Asset Allocation Models – Select One	
	alanced Asset Allocation Model
	ggressive Asset Allocation Model of initial purchase payments. Each is comprised of a combination of Divisions representing
various asset classes. The models are static (fixed), so any investment al	locations after the contract's inception must be made by the Owner. There will be no osen in section V4 on page 3 of this Application. Dollar Cost Averaging is not available if an

OR (Continue to page 4)

V5. PAYMENT ALLOCATION (continued)

Section B

- Complete Payment Allocation column.
- If Dollar Cost Averaging is chosen, a percentage must be indicated in the Money Market Fund of the Payment Allocation column and the Dollar Cost Averaging column must be completed.
- <u>If Portfolio Re-balancing is chosen</u>, transfers cannot be made to or from the Guaranteed Accounts. If a Guaranteed Account is elected as a Payment Allocation, PRB must be added <u>after</u> the contract is issued. Your agent can submit a request through the Northwestern Mutual Service Request Center.

Use whole percentages totaling 100%.

DIVISION	Payment Allocation %	Dollar Cost Averaging %	DIVISION		Payment Allocation %	Dollar Cost Averaging %
= 11101011						
Large Company Value (MSA/American Century)			International Growth (MSA/Janus)			
Domestic Equity (MSA/Capital Guardian)			Emerging Markets Equity (MSA/MFS)			
Equity Income ((MSA/T Rowe Price)			Russell Non-US			
Large Cap Blend (MSA/Capital Guardian)			Short Term Bond (MSA)			
Index 500 Stock (MSA)			Select Bond (MSA)			
Large Cap Core Stock (MSA)			Russell Core Bond			
Neuberger Berman Socially Responsive			Inflation Protection (MSA/ American Century)		
Russell Multi-Style Equity			Long Term U.S. Government Bond (MSA/PIM	CO)		
Fidelity VIP Contrafund			Multi Sector Bond (MSA/PIMCO)			
Focused Appreciation (MSA/Janus)			High Yield Bond (MSA)			
Growth Stock (MSA)			Asset Allocation (MSA)			
Mid Cap Value (MSA/American Century)			Balanced (MSA)			
Fidelity VIP Mid Cap			Russell Global Real Estate Securities ¹			
Index 400 Stock (MSA)			Commodities Return Strategy (MSA/Credit S	uisse)		
Mid Cap Growth Stock (MSA)			Russell LifePoints Variable Moderate			
Small Cap Value (MSA/T Rowe Price)			Russell LifePoints Variable Balanced			
Index 600 Stock (MSA)			Russell LifePoints Variable Growth			
Russell Aggressive Equity			Russell LifePoints Variable Equity Growth			_
Small Cap Growth Stock (MSA)			Money Market (MSA)			N/A
Research International Core (MSA/MFS)						
International Equity (MSA/Franklin Templeton)			Guaranteed Interest Fund 1			
			Guaranteed Interest Fund 8*			N/A
			☐ Preservation+ Strategy**			
				TOTAL	100%	100%
I IEffective May 1, 2011, the inv	estment ontion name	of Russell Real F	state Securities was changed to Russell Global Re	al Estato Socii	ritios	ļ
PRESERVATION+ STRATEGY**	resument option name	or reason rear E	State Securities was changed to Massell Global M	cui Estate Secu	nucs.	
If selected, the amount indicated on the Guaran (GIF8) and the balance to the selected allocatio		B Payment Alloc	cation line will be split as follows: a portion to	the Guarante	eed Interest F	und 8
Select one if Preservation+ Strategy selected a						
Conservative Asset Allocation Model	☐ Aggressive Asset	Allocation Model	Russell LifePoints Variable Growth	☐ Balance	d Division	
☐ Moderately Conservative Asset Allocation Model	☐ Very Aggressive A	Asset Allocation M	odel Russell LifePoints Variable Balanced	☐ Asset All	location Division	1
☐ Balanced Asset Allocation Model	☐ Russell LifePoints	Variable Equity G	Frowth Russell LifePoints Variable Moderate	☐ Index 50	0 Stock Division	1
*Guaranteed Interest Fund 8:			·			

- Available only with the Back-End Design.
- If selected, \$10,000 minimum and no subsequent additions allowed to this fund.
- The Guaranteed Interest Fund 8 may be selected with or without the Preservation+ Strategy.

**Preservation+ Strategy:

- Available only with the Back-End Design.
- The portion applied to the GIF8 shall be the amount necessary, accumulated at the GIF8 declared interest rate, to provide an Accumulation Value in the GIF8 on the eighth anniversary of the contract equal to the total amount allocated to the Preservation+ Strategy, assuming no withdrawals or transfers will be made or fees taken from the GIF8 during the first eight contract years.

The parenthetical next to certain divisions listed above reflects the adviser (Mason Street Advisors, LLC) and the sub-adviser, if any, for the corresponding investment option. Assets of a division of a separate account are invested exclusively in the corresponding investment options. MSA has engaged and oversees sub-advisers who manage those investment options. The sub-advisers may be replaced without shareholder approval. Please see the Prospectus for the Northwestern Mutual Series Fund for more information. Additional fund options are advised by Russell Investment Group, Fidelity Investments and Neuberger Berman.

90-1900 (0411) 90-1900-83 (0411) (Page 4) FE

SIGNATURES

IT IS UNDERSTOOD AND AGREED THAT:

For a Variable Annuity:

- The effective date of the initial Purchase Payment is the date the initial Purchase Payment is applied under the contract. The initial Purchase Payment shall be applied no later than two Business Days after the Valuation Date on which the initial Purchase Payment has been received at the Home Office if a properly completed Application for Deferred Annuity has also been received at the Home Office.
- The Prospectus or Offering Circular and Report has been received and it is understood that all payments and values provided by the contract applied for, when based on the investment experience of a separate account, are variable and are not guaranteed as to amount.
- A withdrawal charge may be imposed on withdrawals from the back-end design contract. In addition, the back-end design contract provides
 for a market value adjustment on withdrawals or transfers from the Guaranteed Interest Fund 8.

For a Fixed Annuity - Single Premium Retirement Annuity:

- The purchase payment will be credited on the date all requirements are received at the Home Office. Receipt of the purchase payment(s) at a payment facility designated by Northwestern Mutual will be considered the same as receipt at the Home Office.
- A withdrawal charge may be imposed on early withdrawals. In addition, some contracts provide for a market value adjustment on withdrawals.
- Contracts with the First Year Rate Enhancement will be credited with a higher interest rate than contracts without the First Year Rate Enhancement during the first contract year. During the withdrawal charge period after the first contract year, the interest rate credited to contracts without the First Year Rate Enhancement will be higher than the interest rate credited to contracts with the First Year Rate Enhancement.
- Contracts with the First Year Rate Enhancement will have a higher Accumulation Value early in the withdrawal charge period than contracts
 without the First Year Rate Enhancement. By the end of the withdrawal charge period contracts without the First Year Rate Enhancement
 are likely to have higher Accumulation Values than contracts with the First Year Rate Enhancement.
- During the withdrawal charge period, the declared annual effective interest rates for subsequent guaranteed periods on Select Gold
 contracts will more closely follow future market interest rate trends and as a result are more likely to fluctuate than interest rates declared
 after the first contract year on Select Platinum contracts.

If a trustee is named as a beneficiary and no qualified trustee makes claim to the proceeds, or to the present value of any unpaid payments under a payment plan, within one year after payment becomes due to the trustee, or if satisfactory evidence is furnished to Northwestern Mutual within that year showing that no trustee can qualify to receive payment, payment will be as provided in the contract as though the trustee had not been named. Northwestern Mutual will be fully discharged of liability for any action taken by the trustee and for all amounts paid to, or at the direction of, the trustee and will have no obligation as to the use of the amounts. In all dealings with the trustee Northwestern Mutual will be fully protected against the claims of every other person. Northwestern Mutual will not be charged with notice of a change of trustee unless written evidence of the change is received at the Home Office.

If this application is for an IRA or Tax Qualified Employee Plan, the appropriate ERISA or IRA disclosure statements have been received and reviewed.

No agent is authorized to make or alter contracts or to waive the rights or requirements of Northwestern Mutual.

Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or knowingly presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

The agent signing below represents and may provide services on behalf of Northwestern Mutual In connection with the placement of insurance. The agent will receive commissions and may receive other performance-based compensation for the placement of this insurance from Northwestern Mutual and/or its affiliates and representatives.

Each person signing this application declares that the answers and statements made in this application are correctly recorded, complete and true to the best of his or her knowledge and belief.

Date (MM/DD/YYYY)	Signed at: City			State
X		X		
Signature of Applicant (Indicate relationship to	Annuitant)		Signature of Annuitant (If other than Applicant)	
		Χ		
			Signature of Licensed Agent	

Company

Company Tracking Number: 90-1900 (0411)

TOI: A02.11 Individual Annuities- Deferred Non- Sub-TOI: A02.11.002 Flexible Premium

Variable and Variable

Product Name: 90-1900 (0411)

Project Name/Number: 90-1900 (0411)/90-1900 (0411)

Supporting Document Schedules

Item Status: Status

Date:

Satisfied - Item: Flesch Certification

Comments: Attachment:

Flesch Readability Cert.pdf

Item Status: Status

Date:

Satisfied - Item: Statement of Variability

Comments: Attachment:

STD 90-1900 (0411) SOV.pdf

Item Status: Status

Date:

Satisfied - Item: Form Certification

Comments:
Attachment:
AR Form Cert.pdf

READABILITY CERTIFICATION

I certify to the best of my knowledge and belief that the following form meets the readability, legibility, and format requirements of any applicable laws and regulations of your state, and that the Flesch Readability Score is as follows:

Form Number	Flesch Readability Score
90-1900 (0411)	50.1
	THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY
	Tel a. Max
	Ted A. Matchulat Director Product Compliance

02/18/2011 Date

Statement of Variability 90-1900 (0411) (Variability is denoted by brackets)

Location	Explanation of Variability
Section V5	The available funds are bracketed as the names may change or the list may be updated to include
	additional funds.

THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY

Re: 90-1900 (0411)

We hereby certify that we have carefully reviewed the form(s) submitted herewith and to the best of our knowledge and ability find:

- a. That said form(s) conform(s) to Regulation 19s10B and all applicable Arkansas Insurance Statutes and Department requirements.
- b. That said form(s) contain(s) no provision previously disapproved by the Insurance Department of Arkansas.

Ted A. Matchulat
Director Product Compliance

Tel a. Mas

02/24/2011

Date